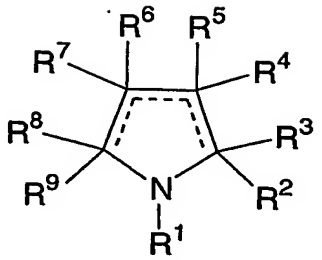
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;
u is 2, 3, 4 or 5;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

R1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)C_1\text{-}C_{10}$ alkyl,
2) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)$aryl,
3) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)C_2\text{-}C_{10}$ alkenyl,
4) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)C_2\text{-}C_{10}$ alkynyl,
5) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)C_3\text{-}C_8$ cycloalkyl,
6) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)$heterocyclyl,
7) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}X)NR^cR^{c'}$,
8) $(C_1\text{-}C_6\text{-alkylene})_nSO_2NR^cR^{c'}$,
9) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_1\text{-}C_{10}$ alkyl,
10) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_2\text{-}C_{10}$ alkenyl,

11) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_2\text{-}C_{10}$ alkynyl,
12) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-aryl,
13) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-heterocyclyl,
14) $(C_1\text{-}C_6\text{-alkylene})_nSO_2\text{-}C_3\text{-}C_8$ cycloalkyl,
15) $(C_1\text{-}C_6\text{-alkylene})_nP(=O)R^dR^{d'}$,
16) aryl;
17) heterocyclyl; and
18) $C_1\text{-}C_{10}$ alkyl;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) $C_1\text{-}C_6$ aralkyl,
3) $C_3\text{-}C_8$ cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4, R^5, R^7, R^8, and R^9 are independently selected from:

1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,
4) $C_2\text{-}C_{10}$ alkenyl,
5) $C_2\text{-}C_{10}$ alkynyl,
6) $C_1\text{-}C_6$ perfluoroalkyl,
7) $C_1\text{-}C_6$ aralkyl,
8) $C_3\text{-}C_8$ cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^4 and R^5, or R^8 and R^9, attached to the same carbon atom are combined to form $-(CH_2)_u-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^a)C(O)-$, $-N(R^b)-$ and $-N(COR^a)-$;

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,

12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2N(R^b)_2$, and
21) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^{14} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl;
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R^{14};

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$, optionally substituted with one to three substituents selected from R^{14};

R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{10}, or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or

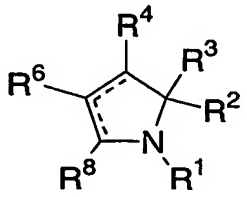
R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^e is selected from: H and $(C_1\text{-}C_6)$alkyl; and

X is selected from O, NR^e and S;

provided that at least one substituent $-OPO(OH)_2$ is present in the compound of Formula I.

2. The compound according to Claim 1 of the Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

R^1 is selected from:

1) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_1\text{-}C_{10}$ alkyl,
2) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$aryl,
3) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkenyl,
4) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_2\text{-}C_{10}$ alkynyl,
5) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)C_3\text{-}C_8$ cycloalkyl,
6) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)$heterocyclyl,
7) $(C_1\text{-}C_6\text{-alkylene})_n(C{=}O)NR^cR^{c'}$,
8) $(C_1\text{-}C_6\text{-alkylene})_nSO_2NR^cR^{c'}$,
9) $(C_1\text{-}C_6\text{-alkylene})_nSO_2C_1\text{-}C_{10}$ alkyl,
10) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-aryl,
11) $(C_1\text{-}C_6\text{-alkylene})_nSO_2$-heterocyclyl,
12) $(C_1\text{-}C_6\text{-alkylene})_nSO_2\text{-}C_3\text{-}C_8$ cycloalkyl,
13) $(C_1\text{-}C_6\text{-alkylene})_nP(=O)R^dR^{d'}$,
14) aryl;
15) heterocyclyl; and
16) $C_1\text{-}C_{10}$ alkyl;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^6 are independently selected from:

1) aryl,
2) $C_1\text{-}C_6$ aralkyl,
3) $C_3\text{-}C_8$ cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3, R^4 and R^8 are independently selected from:

1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,
4) $C_2\text{-}C_{10}$ alkenyl,
5) $C_2\text{-}C_{10}$ alkynyl,
6) $C_1\text{-}C_6$ perfluoroalkyl,
7) $C_1\text{-}C_6$ aralkyl,

8) C_3-C_8 cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,

8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

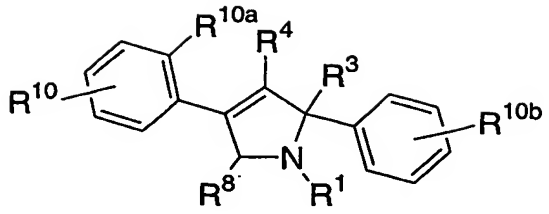
R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and

R^e is selected from: H and $(C_1\text{-}C_6)$alkyl; and

provided that at least one substituent $-OPO(OH)_2$ is present in the compound of Formula II.

3. The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl,
2) (C=O)aryl,
3) $(C=O)C_3$-C_8 cycloalkyl,
4) (C=O)heterocyclyl,
5) $(C=O)NR^cR^{c'}$,
6) $(C=S)NR^cR^{c'}$,
7) $SO_2NR^cR^{c'}$,
8) SO_2C_1-C_{10} alkyl,
9) SO_2-aryl, and
10) SO_2-heterocyclyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^3, R^4 and R^8 are independently selected from:

1) H,
2) C_1-C_{10} alkyl, and
3) C_1-C_6 perfluoroalkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} and R^{10b} are independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,

2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{10a} is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, and heterocyclyl;

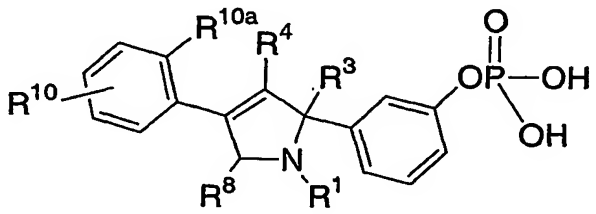
R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$; and

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and

provided that at least one substituent $-OPO(OH)_2$ is present in the compound of Formula III.

4. A compound of the Formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R^1 is selected from:

1) $(C{=}O)C_1\text{-}C_{10}$ alkyl,
2) (C=O)aryl,
3) $(C{=}O)C_3\text{-}C_8$ cycloalkyl,
4) (C=O)heterocyclyl,
5) $(C{=}O)NR^cR^{c'}$,

6) $(C=S)NR^cR^{c'}$,
7) $SO_2NR^cR^{c'}$,
8) SO_2C_1-C_{10} alkyl,
9) SO_2-aryl, and
10) SO_2-heterocyclyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^3, R^4 and R^8 are independently selected from:

1) H,
2) C_1-C_{10} alkyl, and
3) C_1-C_6 perfluoroalkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10};

R^{10} are independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{10a} is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,

7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, and heterocyclyl;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$; and

R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}

5. A compound selected from:

3-{(2S)-4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl}phenyl dihydrogen phosphate;

3-[(2S)-1-[(2S)-2-cyclopropyl-2-hydroxyethanoyl]-4-(2,5-difluorophenyl)-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-((2S)-4-(2,5-difluorophenyl)-1-{[methyl(tetrahydrofuran-3-yl)amino]carbonyl}-2,5-dihydro-1H-pyrrol-2-yl)phenyl dihydrogen phosphate;

3-{(2S)-4-(2,5-difluorophenyl)-1-[(2S)-2-hydroxy-3,3-dimethylbutanoyl]-2,5-dihydro-1H-pyrrol-2-yl}phenyl dihydrogen phosphate;

2-(phosphonooxy)ethyl (1S)-1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-2,2-dimethylpropylcarbamate; and

(1*S*)-1-cyclopropyl-2-[(2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrol-1-yl]-2-oxoethyl dihydrogen phosphate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. The composition of Claim 6 further comprising a second compound selected from: 1) an estrogen receptor modulator, 2) an androgen receptor modulator, 3) a retinoid receptor modulator, 4) a cytotoxic/cytostatic agent, 5) an antiproliferative agent, 6) a prenyl-protein transferase inhibitor, 7) an HMG-CoA reductase inhibitor, 8) an HIV protease inhibitor, 9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, 11) a PPAR-γ agonist, 12) a PPAR-δ agonists; 13) an inhibitor of cell proliferation and survival signaling, and 14) an agent that interfers with a cell cycle checkpoint.

8. The use of a compound of Claim 1 for the preparation of a medicament useful for treating or preventing cancer in a mammal in need of such treatment.

9. The use of a compound of Claim 1 for the preparation of a medicament useful for treating or preventing cancer in a mammal in need of such treatment, wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

10. The use of a compound of Claim 1 for the preparation of a medicament useful for modulating mitotic spindle formation in a mammal in need of such modulation.

11. The use of a compound of Claim 1 for the preparation of a medicament useful for inhibiting the mitotic kinesin KSP in a mammal in need of such inhibition.